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Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re	)	Chapter 11
SEARS HOLDINGS CORPORATION, et al., <sup>1</sup>	)	Case No. 18-23538 (RDD)
Debtors.	)	(Jointly Administered)

**NOTICE OF FILING OF THE AFFIDAVIT AND  
SWORN STATEMENT OF PATRICK J. BARTELS**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**PLEASE TAKE NOTICE** that on June 28, 2019, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors* [ECF No. 4389] (the “Plan”)<sup>2</sup> and the *Disclosure Statement for Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors* [ECF No. 4390] (the “Disclosure Statement”).

**PLEASE TAKE FURTHER NOTICE** that the Plan provides that the initial members of the Liquidating Trust Board shall comprise: (1) Patrick J. Bartels; (2) Alan J. Carr; (3) Eugene I. Davis; (4) William L. Transier; and (5) Raphael T. Wallander. Pursuant to the Plan, each proposed member of the Liquidating Trust Board shall complete and file with the Bankruptcy Court, by no later than July 9, 2019, a sworn affidavit, which shall state that such member does not have any conflict of interest in connection with serving on the Liquidating Trust Board and is not party to any separate formal or informal agreement and/or arrangement regarding the Liquidating Trust Board’s selection of advisors.

**PLEASE TAKE FURTHER NOTICE** that attached hereto as **Exhibit A** is a copy of the sworn affidavit of Patrick J. Bartels.

*[Remainder of page left blank intentionally.]*

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<sup>2</sup> Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.

New York, New York  
Dated: July 9, 2019

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff

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*Counsel to the Official Committee of Unsecured  
Creditors of Sears Holdings Corporation, et al.*

**Exhibit A**

Affidavit of Patrick J. Bartels

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	:
	:
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:
	:
	:
Debtors. <sup>1</sup>	:
-----X	

**Chapter 11**  
**Case No. 18-23538 (RDD)**  
**(Jointly Administered)**

**AFFIDAVIT AND SWORN STATEMENT OF PATRICK J. BARTELS JR.**

STATE OF NEW YORK     )  
                                  S.S.:  
COUNTY OF NEW YORK )

Patrick J. Bartels Jr., being duly sworn, upon his oath, deposes and says as follows:

I am Managing Member of Redan Advisors LLC, located at 2102 Queens Road West, Charlotte, NC 28207.

1. Pursuant to Section 10.6 of the *Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and its Debtor Affiliates* (ECF No. 4389) (as may be amended,

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modified, or supplemented, the “**Plan**”),<sup>2</sup> I have been appointed as an initial member of the Liquidating Trust Board.

2. I have not, and will not, enter into, am not and will not be a party to, and am not subject to or will be subject to any agreement or arrangement, formally or informally, regarding the Liquidating Trust Board’s selection of advisors, including the Liquidating Trustee and the Primary Trust Litigation Counsel.

3. In the selection of the Liquidating Trustee and the Primary Trust Litigation Counsel, I represent that I shall take into consideration the following factors, among others, in determining whether the retention of such advisors is in the best interests of the Liquidating Trust and the Liquidating Trust Beneficiaries, as required by Section 10.7(a)(i) of the Plan:

- i. any substantial amounts and/or investments already made by the Debtors’ Estates;
- ii. institutional knowledge;
- iii. prior experience; and
- iv. economics of the proposed engagement.

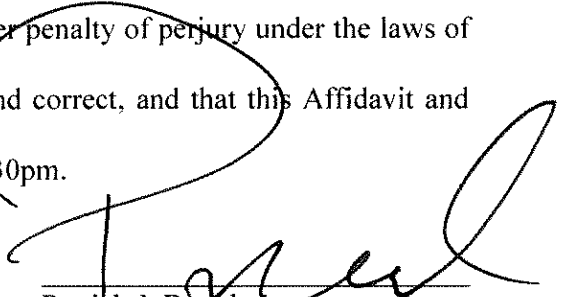
4. I represent that I have not, and will not, separately contact, outside the presence of the full Liquidating Trust Board, any proposed advisor or Liquidating Trustee regarding the terms of retention, including fee proposals before or after submission of proposed engagement terms.

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.

5. I do not hold or represent any interest materially adverse to the Debtors or their estates, and I am able to perform the duties required as a member of the Liquidating Trust Board.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Affidavit and Disclosure Statement was executed on July 8, 2019, at 12:30pm.

  
Patrick J. Bartels Jr.

SWORN TO AND SUBSCRIBED before  
Me this 8<sup>th</sup> day of July, 2019

  
Notary Public

**BRENDA K. HART**  
NOTARY PUBLIC, State of New York  
No. 01BA6135327  
Qualified in New York County  
Commission Expires Oct. 17, 2021